

State of Idaho

Department of State.

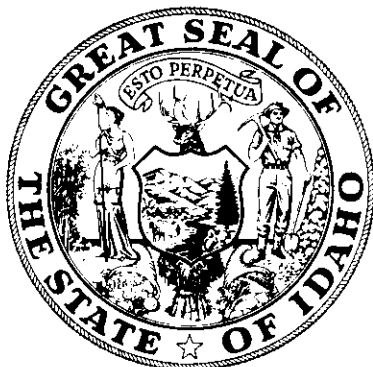
CERTIFICATE OF AUTHORITY OF

DU PONT HOLDINGS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DU PONT HOLDINGS, INC.
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to DU PONT HOLDINGS, INC.
to transact business in this State under the name DU PONT HOLDINGS, INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated September 17, 19 81



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
16 SEP 1981 11 37 AM
SECRETARY OF STATE

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is DU PONT HOLDINGS, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is July 1, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1007 Market Street, Wilmington, Delaware 19898
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To complete merger of CONOCO INC. into DU PONT HOLDINGS, INC.,
and to engage in any activity permitted under the laws of
Delaware, its state of incorporation.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED LIST</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 15, 19 81

DU PONT HOLDINGS, INC.

By

Charles E. Welch

Its

President

and

Roger W. Arrington

Its

Secretary

STATE OF DELAWARE)

) ss:

COUNTY OF NEW CASTLE)

I, DOROTHY M. MAHAN, a notary public, do hereby certify that on this 15th day of September, 19 81, personally appeared before me Charles E. Welch, who being by me first duly sworn, declared that he is the President of DU PONT HOLDINGS, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Dorothy M. Mahan

Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
Charles E. Welch	17 Wellington Road Welshire Wilmington, Delaware 19803	Until next annual meeting of stockholders
C. Raeford Minix	617 Berwick Road Edenridge Wilmington, Delaware 19803	Until next annual meeting of stockholders
John R. Malloy	196 Brecks Lane Wilmington, Delaware 19807	Until next annual meeting of stockholders

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Charles E. Welch	President	17 Wellington Road Wilmington, DE. 19803
Vernon R. Rice	Vice President	34 Harlech Road Wilmington, DE. 19807
C. Raeford Minix	Treasurer	617 Berwick Road Wilmington, DE. 19803
William E. Taylor	Assistant Treasurer	103 Quail Run Road Kennett Square, PA. 19348
Roger W. Arrington	Secretary	206 Alapocas Drive Wilmington, DE. 19803
John W. Keiter	Assistant Secretary	14 Owls Nest Road Wilmington, DE. 19807
Louis R. Wonderly	Assistant Secretary	741 Unionville Road Kennett Square, PA. 19348

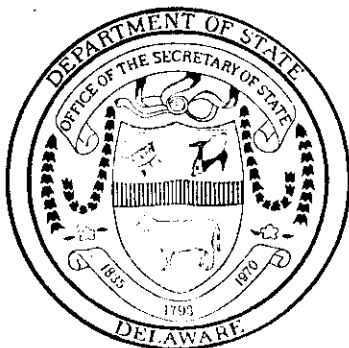


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on July 1, 1981.



Handwritten signature of Glenn C. Kenton.

Glenn C. Kenton, Secretary of State

BY: _____

Handwritten signature of E. Curran.

DATE: _____

September 9, 1981

FILED

JUL 1 1981 10 Am

Michael C. Keiter
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
DU PONT HOLDINGS, INC.

FIRST: The name of the corporation (hereinafter called the "Company") is DU PONT HOLDINGS, INC.

SECOND: The registered office of the Company in the State of Delaware is located at 1007 Market Street, in the City of Wilmington, County of New Castle. The registered agent at that address is DU PONT HOLDINGS, INC.

THIRD: The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The Company is authorized to issue a total of 1,000 shares of Common Stock having a par value of One Dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
J. W. Keiter	8046 Du Pont Building Wilmington, DE 19898

SIXTH: The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the Company.

EIGHTH: The Company reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make and file this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand this 1st day of July, 1981.

J. W. Keiter
J. W. KEITER